FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D. C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB	B APPROVAL								
OMB Number: 3235-0076									
Expires:	May 31, 200								
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Name of Offering			and name has chan		
Initial C	Offering of Limite	<u>ed Partnership In</u>	<u>terests, Focus Privat</u>	<u>te Equity Partner</u>	es, L.P. ////
Filing under (Check box(e	es) that apply):	□ Rule 504 □ R	ule 505 🛮 Rule 506	☐ Section 4(6)	ULÓE A SA
Type of Filing: New F	iling	lment			455
		A. BASIC IDI	<u>ENTIFICATION DA</u>	TA	198/8/
1. Enter the informati	ion requested ab	out the issuer			
			name has changed, a	and indicate chan	ge.)
	te Equity Partne		G ,		Ĭ v
Address of Executive Office 515 Congress Avenue, Suite		Number and Street,	City, State, Zip Code)	Telephone Numb (512) 477-3280	er (Including Area Code)
Address of Principal Busine (if different from Executive		Number and Street,	City, State, Zip Code)	Telephone Numb	er (Including Area Code)
Brief Description of Business Private Equity and Other In			MAY 3 1 2005		AEGGINED TO
Type of Business Organization				C M	AN 1/2 50 (1,000)
□ corporation	x limited partne	ership, already forn	ned THONISUN □	other (please speci	fy):
□ business trust	□ limited partr	nership, to be forme	ned THOWSUN D d FINANCIAL) 152 /4
Actual or Estimated Date of	-	, and the second	0	2	ear 5 Actual Estimated Estimated

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6/99)

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice. <u>A. BASIC IDENTIFIC</u>ATION DATA Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☑ Promoter **⊠** Executive Officer \square Director Check Box(es) that Apply: ☐ Beneficial Owner ☐ General and/or Managing Partner_ Full Name (Last name first, if individual) Valdez, F. Gary Business or Residence Address (Number and Street, City, State, Zip Code) 515 Congress Avenue, Suite 1612, Austin, Texas 78701 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Director ☑ Executive Officer ☐ General and/or Managing Partner Full Name (Last name first, if individual) Smith, Lathrop Business or Residence Address (Number and Street, City, State, Zip Code) 515 Congress Avenue, Suite 1612, Austin, Texas 78701 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☑ General and/or Managing Partner Full Name (Last name first, if individual) Focus Private Equity GP, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 515 Congress Avenue, Suite 1612, Austin, Texas 78701 ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☑ General and/or Check Box(es) that Apply:

Promoter Managing Partner Full Name (Last name first, if individual) Focus Strategies, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 515 Congress Avenue, Suite 1612, Austin, Texas 78701 ■ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Zuniga, Manuel Business or Residence Address (Number and Street, City, State, Zip Code) 1726 Glencliff, Austin, TX 78704 Check Box(es) that Apply:

Promoter ☑ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

☐ Executive Officer

☐ Director

☐ General and/or

Managing Partner

☐ Beneficial Owner

Westlake Capital Group, LP

1801 Lavaca, Suite 109, Austin, Texas 78701

Check Box(es) that Apply:

Promoter

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Business or Residence Address (Number and Street, City, State, Zip Code)

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - $\bullet\hspace{0.4mm}$ Each general and managing partner of partnership issuers.

-		_			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	.ndividual)				
Business or Residence Address	(Number a	and Street, City, State,	Zip Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if i	ndividual)				
Business or Residence Address	(Number a	and Street, City, State,	Zip Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if i	ndividual)			-	
Business or Residence Address	(Number a	and Street, City, State,	Zip Code)		
Check Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if i	ındividual) ——————				
Business or Residence Address	(Number a	and Street, City, State,	Zip Code)	<u> </u>	
Check Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	ndividual)				
Business or Residence Address	(Number a	and Street, City, State,	Zip Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	ndividual)				
Business or Residence Address	(Number a	and Street, City, State,	Zip Code)		· · · · · · · · · · · · · · · · · · ·
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	(Number a	and Street, City, State,	Zip Code)		-
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	(Number a	and Street, City, State,	Zip Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	(Number a	and Street, City, State,	Zip Code)		

				B.]	INFORM	MATIO	N ABOU	J T OFF	ERING				
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1.	Has th	e issuer so	old, or doe								ıg?	C	
2.	What i	s the mini	mum inv		also in Al							\$	500,000
	** 1240 1	o the mini	indin inv	csement o	nat win be	accepted	Hom any	marvidue					es No
3.	Does t	ne offering	permit jo	oint owner	rship of a	single uni	it?					5	3 🗆
4.											r indirectly,		
											securities in		
											ed with the S s to be listed		
											r or dealer o		
Full		ast name				* · · · · · · · · · · · · · · · · · · ·							
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T3 11	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
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Bus	iness or l	Residence	Address (Number a	and Street	, City, Sta	ate, Zip C	ode)					
Nan	ne of Ass	ociated Br	oker or D	ealer					-				
Stat	es in Wh	ich Person	Listed F	Ias Solicit	ed or Inte	nds to So	licit Purcl	nasers					
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Full	Name (I	∟ast name	first, if in	idividual)	ı								
Bus	iness or	Residence	Address	Number :	and Street	, City, Sta	ate, Zip C	ode)					
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Nan	ne of Ass	ociated Br	oker or D	ealer									
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Stat	es in Wh	ich Person	n Listed F	Ias Solicit	ted or Inte	nds to So	licit Purcl	nasers					
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	[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the

columns below the amounts of the securities offered for exchange and already exchanged. Type of Security Aggregate Amount Already Offering Price Sold Equity ☐ Common ☐ Preferred Partnership Interests 2,525,000 10.000,000 Other (Specify) _____ Total Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Aggregate Investors Dollar Amount of Purchases Accredited Investors 2,525,000. Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C Question 1. Dollar Amount Type of Type of Offering Security Sold a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. 0.00 Printing and Engraving Costs 500.00 35,000.00 Legal Fees 5,000.00 Accounting Fees Engineering Fees 0.00 Sales Commissions (specify finders' fees separately) 0.00 Other Expenses (identify) 0.00 Total 40.500.00

	b. Enter the difference between the aggregate offering price a Question 1 and total expenses furnished in response to Part C difference is the "adjusted gross proceeds to the issuer."	Question 4.a.	This		\$_	9,959,500
5.	Indicate below the amount of the adjusted gross proceeds to the used for each of the purposes shown. If the amount for any pan estimate and check the box to the left of the estimate. The must equal the adjusted gross proceeds to the issuer set for Question 4.b above.					
			Di	yments Officers, rectors, Affiliates	& F	Payments To Others
	Salaries and fees	• • • • • • • • • • • • • • • • • • • •	□ \$_	N/A	□ \$_	N/A
	Purchase of real estate		□ \$_	N/A	🗆 \$_	N/A
	Purchase, rental or leasing and installation of machinery a	nd equipment	□ \$_	N/A	□\$_	N/A
	Construction or leasing of plant buildings and facilities		□ \$	N/A	□ \$_	N/A
	Acquisition of other businesses (including the value of secu in this offering that may be used in exchange for the assets of another issuer pursuant to a merger)	or securities	□ \$	N/A	🗆 \$_	N/A
	Repayment of indebtedness		□ \$	N/A	□\$_	N/A
	Working capital		□ \$_	N/A	□\$_	2,525,000
	Other (specify):		□ \$	N/A	□ \$_	N/A
	Column Totals		□ \$		□ \$_ \$ 2,525,000	2,525,000
	D. FEDERAL S	IGNATURE				
the wri	rissuer has duly caused this notice to be signed by the undersign following signature constitutes an undertaking by the issuer to tten request of its staff, the information furnished by the issuer e 502.	furnish to the U	.S. Sect	urities ar	nd Exchange	Commission, u
	suer (Print or Type) cus Private Equity Partners, L.P.	an Ul	l d		Date May 20, 200	05
N	ame of Signer (Print or Type) Title of Signer	(Print or Type)		7	· ·	
Ga	Manager of Fo	ocus Private Equ er	ity GP,	LLC, th	e Issuer's	
	ATTEN	FION				
	ATTENT	IIUN				
	Intentional misstatements or omissions of fact constitu	ite federal crimii	nal viol	ations.	(See 18 U.S.	C. 1001.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

·	E. STATE SIGNATURE			-
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No ⊠	
	See Appendix, Column 5, for state response.			

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Focus Private Equity Partners, L.P.	Signature Valle	Date May 20, 2005
Name of Signer (Print or Type)	Title of Signer (Pfint or Type)	
Gary Valdez	Manager of Focus Private Equity GP, LLC, the Issuer's general partner	

INSTRUCTION:

APPENDIX

Number of Accredited Investors	1	Intend to sell to non-accredited investors in State (Part B-Item 1) State (Part C-Item 1)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
AL AK AZ AZ AR AZ AR	State	Yes	No		Accredited	Amount	Non-Accredited	Amount	Yes	No
AK							224050015			.,,
AZ									-	
CA CO CT CT DE CT DC CT FL CT GA CT HI CT ID CT IL CT IN CT IA CT KS CT KY CT LA CT ME CT MD CT MA CT MI CT MN CT MS CT								********		
CO	AR									
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APPENDIX

1	Intend to sell to non-accredited investors in State (Part B-Item 1) State 3 Type of security and aggregate offering price offered in State (Part C-Item 1)			Type of investor and amount purchased in State (Part C-Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
MT										
NE										
NV										
NH										
NJ										
NM										
NY										
NC										
ND										
OH										
OK										
OR										
PA										
RI							ļ			
SC										
SD										
TN	 									
TX	N/A	X	LP Interests, \$10,000,000	3	\$2,525,000	N/A	N/A	N/A	X	
UT										
VT										
VA										
WA		-								
WV								<u> </u>		
WI							<u> </u>			
WY				:						
PR		<u> </u>				<u></u>				